

**EXHIBIT 3**

ARTICLES OF INCORPORATION  
AND  
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

MAR 11 1995

Articles of Incorporation  
Of  
UniDial Incorporated

RECEIVED

50.00

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The undersigned hereby forms a corporation under the provisions of Chapter 271B of the Kentucky Revised Statutes, and adopts the following Articles of Incorporation of UniDial Incorporated.

ARTICLE I

The name of the corporation is UniDial Incorporated.

ARTICLE II

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under KRS Chapter 271B.

ARTICLE III

(a) The only class of shares the corporation is authorized to issue is One Thousand, (1,000) shares of common stock, no par value, designated as Common Stock.

(b) The Common Stock shall have voting rights to the extent of one vote for each share of stock issued, which voting rights are otherwise unlimited.

(c) The Common Stock entitles the holder(s) thereof to receive the net assets of the corporation upon dissolution in proportions authorized by law.

ARTICLE IV

The street address of the corporation's initial registered office is 310 Evergreen Road, Suite 102, Louisville, KY 40243, and the name of the corporation's initial registered agent at that office is Finley J. Garvin.

ARTICLE V

The mailing address of the corporation's principal office is 310 Evergreen Road, Suite 102, Louisville, KY 40243.

#### ARTICLE VI

The name and mailing address of the incorporator is:

Wm. Stephen Reisz  
136 St. Matthews Ave  
Louisville, KY 40207

#### ARTICLE VII

The name and mailing address of the individuals who shall serve as the initial directors of the corporation are:

Finley J. Garvin  
310 Evergreen Rd, Suite 102  
Louisville, KY 40243

J. Sherman Henderson, III  
310 Evergreen Rd., Suite 102  
Louisville, KY 40243

#### ARTICLE VIII

Any action required or permitted to be taken at a meeting of the shareholders of the corporation may be taken without a meeting if written consent setting forth the action so taken is signed by all of the shareholders entitled to vote on the action. It is provided, however, that except as to election of directors under KRS 271B.7-280, any action to be taken at a shareholder's meeting may be taken without a meeting if at least eighty percent (80%) of the shareholders entitled to vote on the action consent in writing to such action and prompt written notice of the taking of the action by the shareholders without a meeting (if less than unanimous) is given to the shareholders entitled to vote on the action who have not consented in writing.

#### ARTICLE IX

A special meeting of shareholders may be called by such person or persons authorized to do so by the bylaws of the corporation. Shareholders holding at least fifty-one percent (51%), but no less, of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, may call a special meeting of shareholders, by signing, dating and delivering to the corporation's secretary, one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE X

The director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of his duties as a director, provided that such provision shall not eliminate or limit the liability of a director:

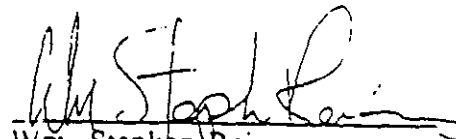
(a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders;

(b) For act or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of the law;

(c) For any vote for or assent to any unlawful distribution to shareholders prohibited under KRS 271B.8-330; or

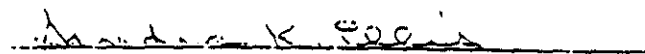
(d) For any transaction from which the director derived an improper personal benefit.

This document is executed by the above-named incorporator this 23 day of February, 1993.

  
Wm. Stephen Reisz

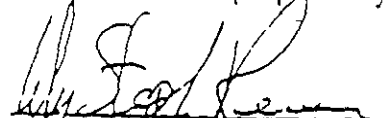
STATE OF KENTUCKY   )  
                                  )  
COUNTY OF JEFFERSON )

Subscribed, sworn to and acknowledged before me this 23<sup>rd</sup> day of February, 1993 by Wm. Stephen Reisz.

  
Notary Public, State at Large, Kentucky

My Commission Expires: 10/2/94

This instrument prepared by:

  
Wm. Stephen Reisz  
Kruger & Schwartz  
136 St. Matthew Avenue  
Louisville, KY 40207  
(502) 896-0099

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
UNIDIAL INCORPORATED

RECORDED & FILED

Nov 19 8 58 AM '93

1. The name of the corporation is UniDial Incorporated (the "Corporation").

2. Articles IV and V of the Corporation's Articles of Incorporation are amended so that, as amended, they shall read in their entirety as follows (the "Amendment"):

ARTICLE IV

The street address of the corporation's registered office is 12910 Shelbyville Road, Suite 211, Louisville, Kentucky 40243, and the name of the corporation's registered agent at that office is Finley J. Garvin.

ARTICLE V

The mailing address of the corporation's principal office is 12910 Shelbyville Road, Suite 211, Louisville, Kentucky 40243.

3. The Amendment does not provide for an exchange, reclassification or cancellation of the Corporation's shares.

4. The Amendment was adopted on October 22, 1993, upon recommendation of the Amendment to the Corporation's shareholders by the Corporation's board of directors and approval of the Amendment by a written consent of all shareholders.

5. The Corporation has 700 shares outstanding of a single class, all of which were entitled to be cast and were indisputably represented and cast for the Amendment; no shares were cast against the Amendment.

Dated October 22, 1993

UNIDIAL INCORPORATED

By Finley J. Garvin  
Finley J. Garvin,  
Chairman of the Board of  
Directors and  
Chief Executive Officer

35.1p 181  
KVS E0595  
181\Unidial amd

Document No: 1993156446

Lodged By: BTH

Recorded On: Nov 22, 1993 03:08:56 P.M.

Total Fees: \$5.50

County Clerk: Rebecca Jackson

Deputy Clerk: STACIE2

END OF DOCUMENT



**BOB BABBAGE**  
**SECRETARY OF STATE**  
**STATEMENT OF CHANGE OF REGISTERED OFFICE**  
**OR REGISTERED AGENT OR BOTH**

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned submits the following statements on behalf of the corporation which is organized in the state of KENTUCKY for the purpose of changing its registered office or registered agent or both in the Commonwealth of Kentucky:

The name of the corporation is UNIDIAL INCORPORATED

The complete address of the current registered office is:

310 EVERGREEN RD., STE. 102, LOUISVILLE, KY. 40243  
 Street City/State

Document No: 1993156448

Lodged By: ZBPH

Recorded On: Nov 22, 1993 03:09:23 P.M.

Total Fees: \$5.50

Deputy Clerk: [Signature]

The complete address of the current registered office is hereby changed to:

3200 Capital Holding Center, Louisville, KY  
 Street City/State

The name of the current registered agent is:

FINLEY J. GARVIN

The name of the current registered agent is hereby changed to:

BTH Inc.

The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

Dated 11/12, 1993

Kenneth D. Richey Secretary / Treasurer  
 SIGNATURE & TITLE  
Kenneth D. Richey Secretary / Treasurer  
 PRINT or TYPE NAME & TITLE

CONSENT OF NEW AGENT

I BTH, Inc.

corporation.

consent to serve as the new registered agent on behalf of this

458-391

Donna Thompson O'Bryan, Asst. Sec.  
 Signature of New Agent



**BOB BABBAGE**  
**SECRETARY OF STATE**  
**STATEMENT OF CHANGE OF REGISTERED OFFICE**  
**OR REGISTERED AGENT OR BOTH**

RECORDED  
 DEC 21 10 55 AM '93

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned submits the following statements on behalf of the corporation which is organized in the state of Kentucky for the purpose of changing its registered office or registered agent or both in the Commonwealth of Kentucky:

The name of the corporation is UNIDIAL INCORPORATED

The complete address of the current registered office is:

3200 Capital Holding Center, Louisville, KY 40202

Street

City/State

Zip

The complete address of the current registered office is hereby changed to:

12910 Shelbyville Road, Suite 211, Louisville, KY 40243

Street

City/State

Zip

The name of the current registered agent is:

BTH Inc.

Document No: 1993173170

Lodged By: BTH

Recorded On: Dec 27, 1993 09:37:14 A.M.

Total Fees: \$5.50

County Clerk: Rebecca Jackson

Deputy Clerk: FRANKIE

The name of the current registered agent is hereby changed to:

Finley J. Garvin

The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

Dated December 8, 19 93

Kenneth D. Richey, Secretary

SIGNATURE & TITLE

Kenneth D. Richey, Secretary

PRINT or TYPE NAME & TITLE

**CONSENT OF NEW AGENT**

I Finley J. Garvin consent to serve as the new registered agent on behalf of this corporation.

**END OF DOCUMENT**

Finley J. Garvin  
 Signature of New Agent

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RECEIVED & FILED

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF UNIDIAL INCORPORATED

CA 15500  
NOV 25 4 06 PM '97

1. The name of the Corporation is UniDial Incorporated (the "Corporation").
2. Article III of the Corporation's Articles of Incorporation is amended so that, as amended, it shall read in its entirety as follows (the "Amendment"):

ARTICLE III

(a) Authorized Capital Stock. The aggregate number of shares the Corporation shall have authority to issue shall be 2,500 shares, divided into: (a) 2,000 shares of Common Stock, no par value (the "Common Stock"); and (b) 500 shares of Preferred Stock ("Preferred Stock") with such preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Article III(b), and which may be divided into and issued in series.

(b) Relative Rights and Preferences. The preferences, limitations and relative rights of the shares of Common Stock and the shares of Preferred Stock shall be as follows:

1. Common Stock. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The Common Stock shall be subject to the provisions of Article III and the provisions of any resolution or resolutions validly adopted by the Board of Directors in exercise of the authority expressly vested in the Board of Directors by this Article III.

2. Preferred Stock. The Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights of the Preferred Stock, or one or more series of Preferred Stock, before the issuance of any such shares, which preferences, limitations and relative rights shall be specified in a subsequent amendment to these Articles of Incorporation adopted by the Board of Directors and may include, without limitation:

- (A) Special, conditional, or limited voting rights, or no right to vote (except to the extent prohibited by law);
- (B) Shares of Preferred Stock that are redeemable or convertible (i) at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event; (ii) for cash, indebtedness, securities, or other property; or (iii) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events;

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF UNIDIAL INCORPORATEDRECORDED & FILED  
C. 4000  
NOV 25 4 07 PM '97

Pursuant to KRS 271B.6-010(3) and KRS 271B.6-020(4), these Articles of Amendment to the Articles of Incorporation of UniDial Incorporated (the "Corporation") are being delivered to the Kentucky Secretary of State for filing. The information required by KRS 271B.6-020(4) is as follows:

FIRST: The name of the Corporation is UniDial Incorporated.

SECOND: These Articles of Amendment amend current Article III of the Corporation's Articles of Incorporation by establishing a new Series A Convertible Preferred Stock and Series B Convertible Preferred Stock pursuant to Article III(b)(2). As amended, a new Article III(c) and Article III(d) shall read in their entirety as follows:

(c) Series A Preferred Stock. Ten (10) of the authorized shares of Preferred Stock of the Corporation shall be designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and shall possess the rights and privileges set forth below:

1. Par Value. Each share of the Series A Preferred Stock shall have no par value.

2. Dividend Rights.

(A) The holders of the Series A Preferred Stock shall be entitled to receive, when and as declared, out of the funds legally available for that purpose, dividends per share of Series A Preferred Stock at the rate of Ten Thousand Dollars (\$10,000.00) per annum from the date of issuance, payable when and as the Board of Directors may determine, in cash, before any dividends shall be set apart for or paid upon the Common Stock, or any stock ranking as to dividends junior to the Series A Preferred Stock (such stock being referred to hereinafter collectively as "Junior Stock") in any year. The Board of Directors shall not be required to declare any dividends on the Series A Preferred Stock and the failure to declare any such dividends shall not constitute a default or otherwise vest the holders of Series A Preferred Stock with any right, other than the right to receive amounts in respect of accrued but unpaid dividends pursuant to paragraphs 2, 3, and 4 of Article III(c) hereof. The Series A Preferred Stock shall be equal in rank to the Series B Convertible Preferred Stock (the "Series B Preferred Stock") with respect to payment of dividends and the distribution of assets upon liquidation of the Corporation.

(B) Dividends on the Series A Preferred Stock shall be cumulative and shall accrue on a daily basis, whether or not in any fiscal year there shall be net profits or surplus available for the payment of dividends in such

fiscal year, so that if in any fiscal year or years, dividends in whole or in part are not paid upon the Series A Preferred Stock, unpaid dividends shall accumulate as against the holders of the Junior Stock. Accrued but unpaid dividends shall not bear interest.

(C) Dividends (or amounts equal to accrued and unpaid dividends) payable on the shares of Series A Preferred Stock shall be computed on the basis of a 360-day year of twelve 30-month days.

3. Liquidation Preference.

(A) In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of shares of the Series A Preferred Stock then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Common Stock or upon any other series of the Preferred Stock of the Corporation with a liquidation preference subordinate to the liquidation preference of the Series A Preferred Stock, an amount per share equal to the sum of (i) One Hundred Thousand Dollars (\$100,000) (the "Series A Original Issue Price") for each outstanding share of the Series A Preferred Stock and (ii) any accrued but unpaid dividends on the Series A Preferred Stock. If, upon any Liquidation of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series A Preferred Stock the full amounts to which they shall respectively be entitled, the holders of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with liquidation preference equal to the liquidation preference of the Series A Preferred Stock shall receive all of the assets of the Corporation available for distribution, and each such holder of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series A Preferred Stock shall share ratably in any distribution in accordance with the amounts due such shareholders. After payment shall have been made to the holders of shares of the Series A Preferred Stock of the full amount to which they shall be entitled, as aforesaid, the holders of shares of the Series A Preferred Stock shall be entitled to no further distributions thereon and the holders of shares of the Common Stock and of shares of any other series of stock of the Corporation shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its shareholders.

(B) A merger or consolidation of the Corporation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its shareholders, shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation.

4. Conversion or Redemption of the Series A Preferred Stock.

The holders of the Series A Preferred Stock shall have the following conversion rights:

(A) Right to Convert; Redemption. Subject to paragraph 7 of Article III(c), each share of Series A Preferred Stock shall become convertible on January 1, 1998, at the Series A Conversion Price (defined below) as of the Series A Notice Date (defined below) into fully paid and nonassessable shares of Common Stock (sometimes referred to herein as "Series A Conversion Shares"). Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Series A Conversion Price as of the Series A Notice Date upon the earlier to occur of (i) June 30, 1998, and (ii) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public with an aggregate offering price to the public of not less than \$20,000,000 (before deduction of underwriter commissions and offering expenses). In the event of the automatic conversion of the Series A Preferred Stock upon a public offering as aforesaid, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately before the closing of such sale of securities.

(B) Mechanics of Conversion.

(i) Each holder of the Series A Preferred Stock who desires to convert the same into shares of Common Stock shall deliver notice ("Series A Conversion Notice") and the certificate or certificates, duly endorsed, representing the Series A Preferred Stock for which conversion is elected to the Corporation at its principal executive office or to such other address as the Corporation shall instruct the holder. The date upon which the Corporation receives a Series A Conversion Notice and the certificate or certificates representing the Series A Preferred Stock for which conversion is elected (or, in the case of an automatic conversion pursuant to paragraph 4(A) of Article III(c), the date on which such automatic conversion occurs) shall be a "Series A Notice

Date." The holder may request the Corporation to hold the certificate or certificates, duly endorsed, representing any part or all of the unconverted Series A Preferred Stock pending the delivery of one or more Series A Conversion Notices by the holder. Provided that the Corporation is in possession of a certificate or certificates, duly endorsed, representing sufficient shares of unconverted Series A Preferred Stock to satisfy any Series A Conversion Notice, the holder may provide a Series A Conversion Notice to the Corporation by telecopy (facsimile), and the Series A Notice Date shall be deemed to be the date of receipt by the Corporation of a telecopy (facsimile) Series A Conversion Notice from the holder.

(ii) No holder of the Series A Preferred Stock shall be entitled to receive any Series A Conversion Shares until the Corporation has received a Series A Conversion Notice together with the certificate or certificates, duly endorsed, representing the Series A Preferred Stock for which conversion is elected (or automatic). Upon such receipt, the Corporation shall immediately send to the holder or his representative, via telecopy (facsimile), a confirmation of receipt of the Series A Conversion Notice and the certificate or certificates representing the Series A Preferred Stock for which conversion is elected which shall specify that the Series A Conversion Notice has been received and the name and telephone number of a contact person at the Corporation whom the holder should contact regarding information related to the conversion. The Corporation shall use all reasonable efforts to issue and deliver as soon as practicable after receiving from the holder a Series A Conversion Notice and the duly endorsed certificate representing the Series A Preferred Stock at the address of the holder on the stock books of the Corporation or other address designated by the holder or his representative, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid together with a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. If the original certificate or certificates representing the shares of the Series A Preferred Stock to be converted are not received by the Corporation with the Series A Conversion Notice, the Series A Conversion Notice shall be null and void.

(iii) Upon conversion of the Series A Preferred Stock, the Corporation shall pay, out of funds legally available therefor, to the person entitled thereto an amount equal to all accrued but unpaid dividends to, but not including, the Notice Date in respect of the shares of Series A Preferred Stock surrendered for conversion, which amount shall be payable, at the election of the Company, in cash or shares of Common Stock. In the event the Company elects to pay such amount in shares of Common Stock, the number of shares of Common Stock to be issued in respect of unpaid dividends on each share of Series A Preferred Stock surrendered for conversion shall, subject to paragraph

4(E) of Article III(c), be determined by dividing (x) the total amount of accrued but unpaid dividends to be paid on each such share of Series A Preferred Stock by (y) the Fair Market Value of a share of Common Stock. For purposes hereof, the term "Fair Market Value" shall mean (i) if the conversion is automatic pursuant to paragraph 4(A)(ii) of Article III(c) upon an initial public offering of the Corporation's Common Stock, the price at which the stock is offered to the public in such initial public offering or (ii) on the basis of the fair market value per share as determined by the Board of Directors.

(C) Lost or Stolen Certificates. Upon receipt by the Corporation of evidence of the loss, destruction, theft or mutilation of any Series A Preferred Stock certificates (the "Series A Certificates") and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation, and upon surrender and cancellation of the Series A Certificates, if mutilated, the Corporation shall execute and deliver new Series A Preferred Stock Certificates of like tenor and date. However, the Corporation shall not be obligated to re-issue such lost or stolen Series A Preferred Stock Certificates if the holder thereof contemporaneously requests the Corporation to convert such Series A Preferred Stock into Common Stock, in which event the Corporation shall be entitled to rely on an affidavit of loss, destruction or theft of the Series A Preferred Stock Certificate and indemnity or security reasonably satisfactory to the Corporation, or, in the case of mutilation, tender of the mutilated certificate, and shall issue the Series A Conversion Shares.

(D) Conversion Formula/Conversion Price.

(i) Each share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock determined by dividing the Series A Original Issue Price by the Series A Conversion Price (the "Series A Conversion Formula"). For purposes hereof, the term "Series A Conversion Price" shall mean \$20,000.

(ii) It shall be the Corporation's responsibility to take all necessary actions and to bear all such costs to issue certificates of Common Stock as provided herein, including the responsibility and cost for delivery of an opinion letter to the transfer agent, if so required. Upon surrender of any Series A Preferred Stock that is to be converted in part, the Corporation shall issue to the Holder a certificate or certificates representing the unconverted Series A Preferred Stock, if so requested by the Holder.

(E) No Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the

Corporation shall pay cash equal to such fraction multiplied by the then effective Series A Conversion Price.

(F) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock; and if any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(G) Adjustment to Conversion Price.

(i) If, before the conversion of all shares of Series A Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend, or other similar event, the Series A Conversion Price shall be proportionately reduced, or if the number of outstanding shares of Common Stock is decreased by a combination or reclassification of shares, or other similar event, the Series A Conversion Price shall be proportionately increased.

(ii) If, before the conversion of all shares of Series A Preferred Stock, the Corporation issues Additional Shares of Common Stock (as defined below) without consideration or for a consideration per share less than the Series A Conversion Price then in effect on the date of and immediately before such issue, then the Series A Conversion Price shall be proportionately reduced. For purposes of this subsection, "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation after November 30, 1997, other than shares of Common Stock issued or issuable (a) on conversion of the Series A Preferred Stock or the Corporation's Series B Preferred Stock; (b) pursuant to stock option or stock purchase plans on terms hereafter approved by the Board of Directors, provided that the shares issuable pursuant to this clause 4(G)(ii)(b) shall not exceed 200 shares, subject to adjustment for all subdivisions and combinations; (c) for which adjustment of the Series A Conversion Price is otherwise made pursuant to paragraph 4(G) of Article III(c); (d) pursuant to stock option or stock purchase plans or agreements, or rights to purchase stock under employment agreements, established, granted or entered into on or before November 30, 1997, and (e) to independent agents of the

Corporation in consideration or exchange for various rights under their respective agreements within the Corporation.

(iii) If, prior to the conversion of all shares of Series A Preferred Stock, there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization, or other similar event, as a result of which shares of Common Stock of the Corporation shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of the Corporation or another entity, then the holders of Series A Preferred Stock shall thereafter have the right to purchase and receive upon conversion of shares of Series A Preferred Stock, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, such shares of stock and/or securities as may be issued or payable with respect to or in exchange for the number of shares of Common Stock immediately theretofore purchasable and receivable upon the conversion of shares of Series A Preferred Stock held by such holders had such merger, consolidation, exchange of shares, recapitalization or reorganization not taken place, and in any such case appropriate provisions shall be made with respect to the rights and interests of the holders of the Series A Preferred Stock to the end that the provisions hereof (including, without limitation, provisions for adjustment of the Series A Conversion Price and of the number of shares issuable upon conversion of the Series A Preferred Stock) shall thereafter be applicable, as nearly as may be practicable in relation to any shares of stock or securities thereafter deliverable upon the exercise hereof. The Corporation shall not effect any transaction described in this subsection unless the resulting successor or acquiring entity (if not the Corporation) assumes by written instrument the obligation to deliver to the holders of the Series A Preferred Stock such shares of stock and/or securities as, in accordance with the foregoing provisions, the holders of the Series A Preferred Stock may be entitled to purchase.

5. Voting. Except as otherwise provided below or by the Kentucky Business Corporation Act, the holders of the Series A Preferred Stock shall have no voting power whatsoever, and no holder of the Series A Preferred Stock shall vote or otherwise participate in any proceeding in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

To the extent that under Kentucky law a vote of the holders of Series A Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series A Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a

majority of the shares of the Series A Preferred Stock (except as otherwise may be required under Kentucky law) shall constitute the approval of such action by the class. To the extent that under Kentucky law the holders of Series A Preferred Stock are entitled to vote on a matter with holders of Common Stock, voting together as one (1) class, each share of Series A Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which it is then convertible using the record date for the taking of such vote of stockholders as the date as of which the Series A Conversion Price is calculated. The Holders also shall be entitled to notice of all shareholder meetings or written consents with respect to which they would be entitled to vote, which notice would be provided pursuant to the Corporation's by-laws and applicable statutes.

6. Status of Converted Stock. In the event any shares of the Series A Preferred Stock shall be converted or redeemed as contemplated by this Article III(c), the shares so converted or redeemed shall be canceled and shall return to the status of authorized but unissued Preferred Stock of no designated class or series.

7. Taxes. All shares of Common Stock issued upon conversion of the Series A Preferred Stock will be validly issued, fully paid and nonassessable. The Corporation shall pay any and all documentary stamp or similar issue or transfer taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of the Series A Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the Series A Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such transfer has paid to the Corporation the amount of any such tax or has established to the satisfaction of the Corporation that such tax has been paid or that no such tax is payable.

(d) Series B Preferred Stock. Sixty (60) of the authorized shares of Preferred Stock of the Corporation shall be designated "Series B Convertible Preferred Stock" (the "Series B Preferred Stock") and shall possess the rights and privileges set forth below:

1. Par Value. Each share of the Series B Preferred Stock shall have no par value.

2. Dividend Rights.

(A) The holders of the Series B Preferred Stock shall be entitled to receive, when and as declared, out of the funds legally available for that purpose, dividends per share of Series B Preferred Stock at the rate of Ten Thousand Dollars (\$10,000.00) per annum from the date of issuance, payable when and as the Board of Directors may determine, in cash, before any dividends shall be set apart for or paid upon the Common Stock, or any stock ranking as to dividends junior to the Series B Preferred Stock (such stock being referred to hereinafter collectively as "Junior Stock") in any year. The Board of Directors shall not be required to declare any dividends on the Series B Preferred Stock and the failure to declare any such dividends shall not constitute a default or otherwise vest the holders of Series B Preferred Stock with any right, other than the right to receive amounts in respect of accrued but unpaid dividends pursuant to paragraphs 2, 3, and 4 of Article III(d) hereof. The Series B Preferred Stock shall be equal in rank to the Series A Convertible Preferred Stock (the "Series A Preferred Stock") with respect to payment of dividends and the distribution of assets upon liquidation of the Corporation.

(B) Dividends on the Series B Preferred Stock shall be cumulative and shall accrue on a daily basis, whether or not in any fiscal year there shall be net profits or surplus available for the payment of dividends in such fiscal year, so that if in any fiscal year or years, dividends in whole or in part are not paid upon the Series B Preferred Stock, unpaid dividends shall accumulate as against the holders of the Junior Stock. Accrued but unpaid dividends shall not bear interest.

(C) Dividends (or amounts equal to accrued and unpaid dividends) payable on the shares of Series B Preferred Stock shall be computed on the basis of a 360-day year of twelve 30-month days.

3. Liquidation Preference.

(A) In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of shares of the Series B Preferred Stock then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Common Stock or upon any other series of the Preferred Stock of the Corporation with a liquidation preference subordinate to the liquidation preference of the Series B Preferred Stock, an amount per share equal to the sum of (i) One Hundred Thousand Dollars (\$100,000) (the "Series B Original Issue Price") for each outstanding share of the

Series B Preferred Stock and (ii) any accrued but unpaid dividends on the Series B Preferred Stock. If, upon any Liquidation of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of the Series B Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series B Preferred Stock the full amounts to which they shall respectively be entitled, the holders of shares of the Series B Preferred Stock and the holders of any other series of Preferred Stock with liquidation preference equal to the liquidation preference of the Series B Preferred Stock shall receive all of the assets of the Corporation available for distribution and each such holder of shares of the Series B Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series B Preferred Stock shall share ratably in any distribution in accordance with the amounts due such shareholders. After payment shall have been made to the holders of shares of the Series B Preferred Stock of the full amount to which they shall be entitled, as aforesaid, the holders of shares of the Series B Preferred Stock shall be entitled to no further distributions thereon and the holders of shares of the Common Stock and of shares of any other series of stock of the Corporation shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its shareholders.

(B) A merger or consolidation of the Corporation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its shareholders, shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation.

#### 4. Conversion or Redemption of the Series B Preferred Stock.

The holders of the Series B Preferred Stock shall have the following conversion rights:

(A) Right to Convert; Redemption. Subject to paragraph 7 of Article III(d), each share of Series B Preferred Stock shall become convertible on January 1, 1998, at the Conversion Price (defined below) as of the Series B Notice Date (defined below) into fully paid and nonassessable shares of Common Stock (sometimes referred to herein as "Series B Conversion Shares"). Each share of Series B Preferred Stock shall automatically be converted into shares of Common Stock at the Series B Conversion Price as of the Series B Notice Date upon the earlier to occur of (i) June 30, 1998, and (ii) the closing of a firm commitment underwritten public offering pursuant to an effective registration

statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public with an aggregate offering price to the public of not less than \$20,000,000 (before deduction of underwriter commissions and offering expenses). In the event of the automatic conversion of the Series B Preferred Stock upon a public offering as aforesaid, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series B Preferred Stock shall not be deemed to have converted such Series B Preferred Stock until immediately before the closing of such sale of securities.

(B) Mechanics of Conversion.

(i) Each holder of the Series B Preferred Stock who desires to convert the same into shares of Common Stock shall deliver notice ("Series B Conversion Notice") and the certificate or certificates, duly endorsed, representing the Series B Preferred Stock for which conversion is elected to the Corporation at its principal executive office or to such other address as the Corporation shall instruct the holder. The date upon which the Corporation receives a Series B Conversion Notice and the certificate or certificates representing the Series B Preferred Stock for which conversion is elected (or, in the case of an automatic conversion pursuant to paragraph 4(A) of Article III(d), the date on which such automatic conversion occurs) shall be a "Series B Notice Date." The holder may request the Corporation to hold the certificate or certificates, duly endorsed, representing any part or all of the unconverted Series B Preferred Stock pending the delivery of one or more Series B Conversion Notices by the holder. Provided that the Corporation is in possession of a certificate or certificates, duly endorsed, representing sufficient shares of unconverted Series B Preferred Stock to satisfy any Series B Conversion Notice, the holder may provide a Series B Conversion Notice to the Corporation by telecopy (facsimile), and the Series B Notice Date shall be deemed to be the date of receipt by the Corporation of a telecopy (facsimile) Series B Conversion Notice from the holder.

(ii) No holder of the Series B Preferred Stock shall be entitled to receive any Series B Conversion Shares until the Corporation has received a Series B Conversion Notice together with the certificate or certificates, duly endorsed, representing the Series B Preferred Stock for which conversion is elected (or automatic). Upon such receipt, the Corporation shall immediately send to the holder or his representative, via telecopy (facsimile), a confirmation of receipt of the Series B Conversion Notice and the certificate or certificates representing the Series B Preferred Stock for which conversion is elected which shall specify that the Series B Conversion Notice has been received and the name and telephone number of a contact person at the Corporation whom the holder

should contact regarding information related to the conversion. The Corporation shall use all reasonable efforts to issue and deliver as soon as practicable after receiving from the holder a Series B Conversion Notice and the duly endorsed certificate representing the Series B Preferred Stock at the address of the holder on the stock books of the Corporation or other address designated by the holder or his representative, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid together with a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. If the original certificate or certificates representing the shares of the Series B Preferred Stock to be converted are not received by the Corporation with the Series B Conversion Notice, the Series B Conversion Notice shall be null and void.

(iii) Upon conversion of the Series B Preferred Stock, the Corporation shall pay, out of funds legally available therefor, to the person entitled thereto an amount equal to all accrued but unpaid dividends to, but not including, the Series B Notice Date in respect of the shares of Series B Preferred Stock surrendered for conversion, which amount shall be payable, at the election of the Company, in cash or shares of Common Stock. In the event the Company elects to pay such amount in shares of Common Stock, the number of shares of Common Stock to be issued in respect of unpaid dividends on each share of Series B Preferred Stock surrendered for conversion shall, subject to paragraph 4(E) of Article III(d), be determined by dividing (x) the total amount of accrued but unpaid dividends to be paid on each such share of Series B Preferred Stock by (y) the Fair Market Value of a share of Common Stock. For purposes hereof, the term "Fair Market Value" shall mean (i) if the conversion is automatic pursuant to paragraph 4(A)(ii) of Article III(d) upon an initial public offering of the Corporation's Common Stock, the price at which the stock is offered to the public in such initial public offering or (ii) on the basis of the fair market value per share as determined by the Board of Directors.

(C) Lost or Stolen Certificates. Upon receipt by the Corporation of evidence of the loss, destruction, theft or mutilation of any Series B Preferred Stock certificates (the "Series B Certificates") and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation, and upon surrender and cancellation of the Series B Certificates, if mutilated, the Corporation shall execute and deliver new Series B Preferred Stock Certificates of like tenor and date. However, the Corporation shall not be obligated to re-issue such lost or stolen Series B Preferred Stock Certificates if the holder thereof contemporaneously requests the Corporation to convert such Series B Preferred Stock into Common Stock, in which event the Corporation shall be entitled to rely on an affidavit of loss, destruction or theft of the Series B Preferred Stock Certificate and indemnity or security reasonably satisfactory

to the Corporation, or, in the case of mutilation, tender of the mutilated certificate, and shall issue the Series B Conversion Shares.

(D) Conversion Formula/Conversion Price.

(i) Each share of Series B Preferred Stock shall be convertible into the number of shares of Common Stock determined by dividing the Series B Original Issue Price by the Series B Conversion Price (the "Series B Conversion Formula"). For purposes hereof, the term "Series B Conversion Price" shall mean \$204,012.25

(ii) It shall be the Corporation's responsibility to take all necessary actions and to bear all such costs to issue certificates of Common Stock as provided herein, including the responsibility and cost for delivery of an opinion letter to the transfer agent, if so required. Upon surrender of any Series B Preferred Stock that is to be converted in part, the Corporation shall issue to the Holder a certificate or certificates representing the unconverted Series B Preferred Stock, if so requested by the Holder.

(E) No Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Series B Conversion Price.

(F) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock; and if any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock, the Corporation will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(G) Adjustment to Conversion Price.

(i) If, before the conversion of all shares of Series B Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend, or other similar event, the Series B Conversion Price shall be proportionately reduced, or if the number of outstanding shares of

Common Stock is decreased by a combination or reclassification of shares, or other similar event, the Series B Conversion Price shall be proportionately increased.

(ii) If, before the conversion of all shares of Series B Preferred Stock, the Corporation issues Additional Shares of Common Stock (as defined below) without consideration or for a consideration per share less than the Series B Conversion Price then in effect on the date of and immediately before such issue, then the Series B Conversion Price shall be proportionately reduced. For purposes of this subsection, "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation after November 30, 1997, other than shares of Common Stock issued or issuable (a) on conversion of the Series B Preferred Stock or the Corporation's Series A Preferred Stock; (b) pursuant to stock option or stock purchase plans on terms hereafter approved by the Board of Directors, provided that the shares issuable pursuant to this clause 4(G)(ii)(b) shall not exceed 200 shares, subject to adjustment for all subdivisions and combinations; (c) for which adjustment of the Series B Conversion Price is otherwise made pursuant to paragraph 4(G) of Article III(d); (d) pursuant to stock option or stock purchase plans or agreements, or rights to purchase stock under employment agreements, established, granted or entered into on or before November 30, 1997, and (e) to independent agents of the Corporation in consideration or exchange for various rights under their respective agreements within the Corporation.

(iii) If, prior to the conversion of all shares of Series B Preferred Stock, there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization, or other similar event, as a result of which shares of Common Stock of the Corporation shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of the Corporation or another entity, then the holders of Series B Preferred Stock shall thereafter have the right to purchase and receive upon conversion of shares of Series B Preferred Stock, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, such shares of stock and/or securities as may be issued or payable with respect to or in exchange for the number of shares of Common Stock immediately theretofore purchasable and receivable upon the conversion of shares of Series B Preferred Stock held by such holders had such merger, consolidation, exchange of shares, recapitalization or reorganization not taken place, and in any such case appropriate provisions shall be made with respect to the rights and interests of the holders of the Series B Preferred Stock to the end that the provisions hereof (including, without limitation, provisions for adjustment of the Series B Conversion Price and of the number of shares issuable upon conversion of the Series B Preferred Stock) shall

thereafter be applicable, as nearly as may be practicable in relation to any shares of stock or securities thereafter deliverable upon the exercise hereof. The Corporation shall not effect any transaction described in this subsection unless the resulting successor or acquiring entity (if not the Corporation) assumes by written instrument the obligation to deliver to the holders of the Series B Preferred Stock such shares of stock and/or securities as, in accordance with the foregoing provisions, the holders of the Series B Preferred Stock may be entitled to purchase.

5. Voting. Except as otherwise provided below or by the Kentucky Business Corporation Act, the holders of the Series B Preferred Stock shall have no voting power whatsoever, and no holder of the Series B Preferred Stock shall vote or otherwise participate in any proceeding in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

To the extent that under Kentucky law a vote of the holders of Series B Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series B Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of the Series B Preferred Stock (except as otherwise may be required under Kentucky law) shall constitute the approval of such action by the class. To the extent that under Kentucky law the holders of Series B Preferred Stock are entitled to vote on a matter with holders of Common Stock, voting together as one (1) class, each share of Series B Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which it is then convertible using the record date for the taking of such vote of stockholders as the date as of which the Series B Conversion Price is calculated. The Holders also shall be entitled to notice of all shareholder meetings or written consents with respect to which they would be entitled to vote, which notice would be provided pursuant to the Corporation's by-laws and applicable statutes.

6. Status of Converted Stock. In the event any shares of the Series B Preferred Stock shall be converted or redeemed as contemplated by this Article III(d), the shares so converted or redeemed shall be canceled and shall return to the status of authorized but unissued Preferred Stock of no designated class or series.

7. Taxes. All shares of Common Stock issued upon conversion of the Series B Preferred Stock will be validly issued, fully paid and nonassessable. The Corporation shall pay any and all documentary stamp or similar issue or transfer taxes that may be payable in respect of any issue or

delivery of shares of Common Stock on conversion of the Series B Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the Series B Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such transfer has paid to the Corporation the amount of any such tax or has established to the satisfaction of the Corporation that such tax has been paid or that no such tax is payable.

THIRD: These Articles of Amendment were duly adopted by the Corporation's Board of Directors on November 25, 1997. Shareholder approval was not required.


Dated November 25, 1997

UNIDIAL INCORPORATED

By 

S. Andrew McKay  
Chief Operating Officer

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KVS.E0595

  
Document No: 1997165004  
Lodged By: BTH  
Recorded On: Nov 26, 1997 02:38:59 P.M.  
Total Fees: \$35.00  
County Clerk: Rebecca Jackson  
Deputy Clerk: CHERYL

END OF DOCUMENT

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
UNIDIAL INCORPORATED

RECEIVED & FILED  
7:40 AM  
MAR -3 PM 3:33

*Paul Perry*

1. The name of the corporation is UniDial Incorporated (the "Corporation").
2. Article I of the Corporation's Articles of Incorporation is amended so that as amended (the "Amendment") it shall read in its entirety as follows:

The name of the corporation shall be UniDial Communications, Inc.

3. The Amendment does not provide for an exchange, reclassification or cancellation of issued shares of the Corporation.

4. These Articles of Amendment were adopted by the Board of Directors of the Corporation by unanimous written consent on March 2, 1998. The Corporation has 880 shares of common stock that are issued, outstanding and entitled to vote on the Amendment. The Corporation also has 9.1 shares of Series A Convertible Preferred Stock and 60 shares of Series B Convertible Preferred Stock issued and outstanding that are not entitled to vote on the Amendment. The Amendment set forth above was adopted by a written consent dated March 2, 1998, executed by shareholders representing at least 80% of the outstanding shares of common stock of the Corporation, as provided for in Article VIII of the Corporation's Articles of Incorporation.

UNIDIAL INCORPORATED

By

Title:

Chief Operating Officer

MAR 27 1998

*CE*



JOHN Y. BROWN III

SECRETARY OF STATE

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned submits the following statements on behalf of the corporation which is organized in the state of Kentucky for the purpose of changing its registered office or registered agent or both in the Commonwealth of Kentucky:

The name of the corporation is UniDial Incorporated

The complete address of the current registered office is:

12910 Shelbyville Road, Suite 211, Louisville, KY 40243

Street

City/State

Zip

The complete address of the current registered office is hereby changed to:

NA

Street

City/State

Zip

The name of the current registered agent is:

Kenneth Richey

The name of the current registered agent is hereby changed to:

S. Andrew McKay

The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

Dated

February 27

19 97

SIGNATURE & TITLE

S. Andrew McKay, Assistant Secretary

PRINT or TYPE NAME & TITLE

Document No: 1997028892

Lodged By: brown todd

Recorded On: Mar 06, 1997 02:58:49 P.M.

CONSENT OF NEW AGENT

County Clerk: Rebecca Jackson

1 S. Andrew McKay

Deputy Clerk: KATHIEE

corporation.

consent to serve as the new registered agent on behalf of this

Signature of New Agent



**JOHN Y. BROWN III  
SECRETARY OF STATE**

**CERTIFICATE OF EXISTENCE**

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State, UNIDIAL COMMUNICATIONS, INC. is a corporation duly organized and existing under KRS Chapter 271.B whose date of incorporation is March 5, 1993 and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

98233947

6505/0246 10 001 Page 1 of 2

1998-03-25 15:31:58

Cook County Recorder

23.00

File Number 5742-537-7

# State of Illinois

## Office of The Secretary of State

**Whereas,****APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
UNIDIAL COMMUNICATIONS, INC.****INCORPORATED UNDER THE LAWS OF THE STATE OF KENTUCKY HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.**

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

**In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 18TH  
day of MARCH A.D. 19 98 and of  
the Independence of the United States the two  
hundred and 22ND .**

**BOX 179**

Secretary of State

98233947 Page 2 of 2

Form **BCA-13.40**

(Rev. Jan. 1995)

APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

File #

5742-537-7

SUBMIT IN DUPLICATE

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1837**FILED**

MAR 18 1998

GEORGE H. RYAN  
SECRETARY OF STATEThis space for use by  
Secretary of State

Date 03-18-98

Filing Fee \$25.00

Approved: MA

1. (a) CORPORATE NAME: DnDial Incorporated  
 (b) If changed, NEW CORPORATE NAME: DnDial Communications, Inc.  
 (c) (Complete only if the new corporate name is not available in this state.)

## ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Kentucky  
 (b) If changed, Period of Duration: No Change

3. (a) If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:  
 (If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

**EXPEDITED**

MAR 18 1998

**SECRETARY OF STATE**

4. This application is accompanied by a copy of the Articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated March 9 19 98DnDial Communications, Inc.attested by [Signature]by [Signature]J. Andrew McKee, Asst. Sec.  
(Type or Print Name and Title)T. Douglas Webb, Vice President  
(Type or Print Name and Title)

C-196.6

(ILL. - 585 - 12/27/94)

CT 000000

**BOX 170**

TOTAL P.03

## **EXHIBIT 4**

### **EXPLANATION OF INVESTIGATION**

UniDial has had general complaints filed against it that are typical of telecommunication carriers that have provided interexchange and local exchange telecommunications services for several years. These complaints are referred to UniDial for resolution when appropriate, and the company has worked to resolve each one expeditiously. UniDial also currently has a proceeding against it before the Georgia Public Service Commission ("PSC"). In Georgia, the PSC has initiated a proceeding to investigate complaints that UniDial does not provide toll free interLATA intra-county calls as required by the Georgia PSC rules. UniDial is working to resolve these complaints, and is confident that they will be quickly resolved to the satisfaction of all parties involved.